

RECORDING REQUESTED BY AND WHEN
RECORDED MAIL TO:

Cammy C. DuPont, Esq.
Principal Deputy County Counsel
Office of the County Counsel
County of Los Angeles
648 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012-2713

(Space Above This Line For Recorders Use Only)

FIRST AMENDMENT TO SECOND AMENDED AND RESTATED SUBLEASE

Dated as of April 1, 2015

by and between

LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION,
as Sublessor

and

COUNTY OF LOS ANGELES,
as Sublessee

NO DOCUMENTARY TRANSFER TAX DUE. This First Amendment to Second Amended and Restated Sublease is recorded for the benefit of the County of Los Angeles and the recording is exempt under Section 27383 of the California Government Code and Section 11928 of the California Revenue and Taxation Code.

FIRST AMENDMENT TO SECOND AMENDED AND RESTATED SUBLEASE

THIS FIRST AMENDMENT TO SECOND AMENDED AND RESTATED SUBLEASE, dated as of April 1, 2015 (the “**Sublease**”), is entered into by and between the **COUNTY OF LOS ANGELES** (the “**County**”), a public subdivision of the State of California (the “**State**”), as sublessee, and the **LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION** (the “**Corporation**”), a California nonprofit public benefit corporation, as sublessor, which amends the Second Amended and Restated Sublease, dated as of April 1, 2013 (the “**Original Second Amended and Restated Sublease**”), by and between the Corporation and the County, recorded in the offices of the Los Angeles County Recorder as Document Number 20130597714 on April 19, 2013, which in turn amended and restated the Amended and Restated Sublease, dated as of April 1, 2010, by and between the Corporation and the County, recorded in the offices of the Los Angeles County Recorder as Document Number 20100542126 on April 21, 2010, which in turn amended and restated the Sublease, dated as of July 1, 1997, by and between the Corporation and the County, recorded in the offices of the Los Angeles County Recorder as Document Number 97-992063 on July 2, 1997, as amended by the First Amendment to Sublease, dated as of March 31, 2003, recorded in the offices of the Los Angeles County Recorder as Document Number 03-0888553 on March 31, 2003, the Second Amendment to Sublease, dated as of June 1, 2007, recorded in the offices of the Los Angeles County Recorder as Document Number 20071415077 on June 12, 2007, the Third Amendment to Sublease, dated as of July 1, 2008, recorded in the offices of the Los Angeles County Recorder as Document Number 20081143396 on June 26, 2008, and the Fourth Amendment to Sublease, dated as of November 1, 2008, recorded in the offices of the Los Angeles County Recorder as Document Number 20081978436 on November 7, 2008, and the Fifth Amendment to Sublease, dated as of July 1, 2009, recorded in the offices of the Los Angeles County Recorder as Document Number 20091208336 on August 6, 2009. The Original Second Amended and Restated Sublease, as amended by this First Amendment and as it may be further amended or supplemented from time to time, is hereinafter referred to as the “**Sublease**.”

RECITALS

WHEREAS, the Corporation has subleased to the County, and the County has subleased from the Corporation, certain parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, as more particularly described in Exhibit A (Parcels 1 through 24) attached to the Original Second Amended and Restated Sublease (as more particularly defined in the Original Second Amended and Restated Sublease, the “**Property**”), pursuant to the terms and conditions set forth in the Original Second Amended and Restated Sublease; and

WHEREAS, the County desires to remove from the definition of Property under the Site Lease and the Sublease those parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, identified as the Hall of Records, the Lost Hills Sheriff Station, the Palmdale Sheriff Facility and the San Dimas Sheriff Facility, as more particularly described in Exhibit A (Parcels 1, 9, 17 and 18) attached to the Original Second Amended and Restated Sublease; and

WHEREAS, pursuant to Section 7.2 of the Original Second Amended and Restated Sublease and Section 8.02 of the Second Amended and Restated Trust Agreement, dated as of April 1, 2013, by and among the County, the Corporation and the Trustee (as amended or supplemented from time to time, the “**Trust Agreement**”), the Site Lease and the Sublease may be amended in writing by agreement between the parties thereto with the prior written consent of the Trustee and each Credit Provider to remove real property or improvements from the definition of Property, upon compliance with all of the conditions set forth in Section 8.02 of the Trust Agreement; and

WHEREAS, the County is authorized to enter into this First Amendment pursuant to applicable law of the State;

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this Section 1 shall, for all purposes of this First Amendment, have the meanings as set forth in the Original Second Amended and Restated Sublease.

Section 2. Amendments to the Original Second Amended and Restated Sublease.

2.1. Amendment to Definitions. The definition of “Component” set forth in Section 1 of the Original Second Amended and Restated Sublease is hereby deleted in its entirety and the following substituted therefor:

“Component” means, as the context requires, any of the following or any property added thereto or substituted therefor pursuant to Section 7 hereof, but does not include any property released pursuant to Section 7:

- (i) the real property and the buildings and improvements located on the real property described as Parcel 2 on Exhibit A hereto (the “Le Sage Complex”);
- (ii) the real property and the buildings and improvements located on the real property described as Parcel 3 on Exhibit A hereto (the “Central Public Health Center”);
- (iii) the real property and the buildings and improvements located on the real property described as Parcel 4 on Exhibit A hereto (the “DPSS-Adams & Grand”);
- (iv) the real property and the buildings and improvements located on the real property described as Parcel 5 on Exhibit A hereto (the “DPSS-Exposition Park”);

- (v) the real property and the buildings and improvements located on the real property described as Parcel 6 on Exhibit A hereto (the “Bob Hope Patriotic Hall”);
- (vi) the real property and the buildings and improvements located on the real property described as Parcel 7 on Exhibit A hereto (the “Olive View-UCLA Medical Center”);
- (vii) the real property and the buildings and improvements located on the real property described as Parcel 8 on Exhibit A hereto (the “Registrar-Recorder/County Clerk’s Office”);
- (viii) the real property and the buildings and improvements located on the real property described as Parcel 10 on Exhibit A hereto (the “Challenger Memorial Youth Center”);
- (ix) the real property and the buildings and improvements located on the real property described as Parcel 11 on Exhibit A hereto (the “Pitchess Detention Center Visitor’s Center”);
- (x) the real property and the buildings and improvements located on the real property described as Parcel 12 on Exhibit A hereto (the “Pitchess Detention Center Laundry Facility”);
- (xi) the real property and the buildings and improvements located on the real property described as Parcel 13 on Exhibit A hereto (the “Pitchess Detention Center Motor Pool”);
- (xii) the real property and the buildings and improvements located on the real property described as Parcel 14 on Exhibit A hereto (the “Pitchess Detention Center North County Correctional Facility”);
- (xiii) the real property and the buildings and improvements located on the real property described as Parcel 15 on Exhibit A hereto (the “Central Jail Parking Structure”);
- (xiv) the real property and the buildings and improvements located on the real property described as Parcel 16 on Exhibit A hereto (the “Temple City Sheriff Station”);
- (xv) the real property and the buildings and improvements located on the real property described as Parcel 19 on Exhibit A hereto (the “Fire Station 89 (Agoura Hills)”); and
- (xvi) the real property and the buildings and improvements located on the real property described as Parcel 20 on Exhibit A hereto (the “Fire Station 72 (Malibu)”); and

- (xvii) the real property and the buildings and improvements located on the real property described as Parcel 21 on Exhibit A hereto (the “Fire Station 108 (Santa Clarita)”); and
- (xviii) the real property and the buildings and improvements located on the real property described as Parcel 22 on Exhibit A hereto ((the “Fire Station 136 (Palmdale)”); and
- (xix) the real property and the buildings and improvements located on the real property described as Parcel 23 on Exhibit A hereto ((the “Fire Station 93 (Palmdale)”); and
- (xx) the real property and the buildings and improvements located on the real property described as Parcel 24 on Exhibit A hereto (the “Long Beach Comprehensive Health Center”).

2.2. Amendment, Restatement and Replacement of Exhibit A. Exhibit A to the Original Second Amended and Restated Sublease is hereby amended, restated and replaced in its entirety by Exhibit A attached hereto and incorporated herein by this reference.

2.3. Amendment, Restatement and Replacement of Exhibit B. Exhibit B to the Original Second Amended and Restated Sublease is hereby amended, restated and replaced in its entirety by Exhibit B attached hereto and incorporated herein by this reference.

2.4. Effect of Amendments. This First Amendment removes from the definition of Property under the Sublease those parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, identified as the Hall of Records, the Lost Hills Sheriff Station, the Palmdale Sheriff Facility and the San Dimas Sheriff Facility, as more particularly described in Exhibit A (Parcels 1, 9, 17 and 18) attached to the Original Second Amended and Restated Sublease (collectively, the “Removed Parcels”), and this First Amendment releases the Removed Parcels from the leasehold under the Original Second Amended and Restated Sublease and terminates the Original Second Amended and Restated Sublease solely with respect to the Removed Parcels. Upon the removal of the Removed Parcels from the definition of Property under the Sublease, the definition of Property under the Sublease includes those parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, as more particularly described in Exhibit A (Parcels 2 through 8, 10 through 16 and 19 through 24) attached hereto and incorporated herein by this reference, subject to the terms of the Sublease and subject to any and all covenants, conditions, reservations, exceptions and other matters which are of record.

Section 3. Validity. If any one or more of the terms, provisions, promises, covenants or conditions of this First Amendment shall to any extent be adjudged invalid, unenforceable, void or voidable for any reason whatsoever by a court of competent jurisdiction; then each and all of the remaining terms, provisions, promises, covenants and conditions of this First Amendment shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

Section 4. Execution in Counterparts. This First Amendment may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall constitute but one and the same agreement.

Section 5. Law Governing. This First Amendment is made in the State under the Constitution and laws of the State and is to be so construed.

Section 6. Continuing Effect of Original Second Amended and Restated Sublease. Except as provided in this First Amendment, the Original Second Amended and Restated Sublease shall continue in effect in accordance with its terms.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have executed this First Amendment to Second Amended and Restated Sublease as of the date first above written.

COUNTY OF LOS ANGELES

By: _____
Mayor of the Board of Supervisors

Attest:

PATRICK OGAWA
Acting Executive Officer - Clerk of
the Board of Supervisors
of the County of Los Angeles

By: _____
Deputy

**LOS ANGELES COUNTY CAPITAL
ASSET LEASING CORPORATION**

By: _____
Authorized Representative

Attest:

Assistant Secretary of the Los Angeles
County Capital Asset Leasing Corporation

By: _____

[Attach notary forms]

Certificate of Acting Executive Officer-Clerk
of the Board of Supervisors

On this _____ day of March 2015, pursuant to Section 25103 of the California Government Code, the undersigned Acting Executive Officer-Clerk of the Board of Supervisors certifies that on this date, a copy of this document was delivered to the Mayor of the Board of Supervisors of the County of Los Angeles.

Patrick Ogawa
Acting Executive Officer-Clerk of the
Board of Supervisors

By _____
Deputy

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

All that real property situated in the County of Los Angeles, State of California, described as follows, and any improvements thereto:

[See attached pages]

EXHIBIT B

BASE RENTAL PAYMENT SCHEDULE

[See attached base rental schedules]